RAILROAD COMMISSION OF TEXAS OFFICE OF GENERAL COUNSEL

OIL AND GAS DOCKET NO. 02-0229561 IN THE TOM O'CONNOR (4400) FIELD, REFUGIO COUNTY, TEXAS

FINAL ORDER AMENDING FIELD RULES FOR THE TOM O'CONNOR (4400) FIELD REFUGIO COUNTY, TEXAS

The Commission finds that after statutory notice in the above-numbered docket heard on October 3, 2001, the presiding examiner has made and filed a report and recommendation containing findings of fact and conclusions of law, for which service was not required; that the proposed application is in compliance with all statutory requirements; and that this proceeding was duly submitted to the Railroad Commission of Texas at conference held in its offices in Austin, Texas.

The Commission, after review and due consideration of the examiner's report and recommendation, the findings of fact and conclusions of law contained therein, hereby adopts as its own the findings of fact and conclusions of law contained therein, and incorporates said findings of fact and conclusions of law as if fully set out and separately stated herein.

Therefore, it is ordered by the Railroad Commission of Texas that Rules 2 and 3 of the field rules adopted in Final Order No. 2-71,907, issued effective March 9, 1981, for the Tom O'Connor (4400) Field, Refugio County, Texas are amended as hereafter set out.

RULE 2: The acreage assigned an individual gas well for the purpose of allocating allowable gas production thereto shall be known as a proration unit. The standard drilling and proration units are established hereby to be SIX HUNDRED FORTY (640) acres. No proration unit shall contain more than SIX HUNDRED FORTY (640) acres; provided that, tolerance acreage of ten (10) percent shall be allowed for each proration unit so that an amount not to exceed a maximum of SEVEN HUNDRED FOUR (704) acres may be assigned. The two farthermost points of any proration unit shall not be in excess of ELEVEN THOUSAND (11,000) feet removed from each other. Each proration unit containing less than SIX HUNDRED FORTY (640) acres shall be a fractional proration unit. All proration units shall consist of continuous and contiguous acreage which can reasonably be considered to be productive of gas.

An operator, at his option, shall be permitted to form optional drilling units of THREE HUNDRED TWENTY (320) acres. A proportional acreage allowable credit will be given for a well on a fractional proration unit. The two farthermost points of a THREE HUNDRED TWENTY (320) acre fractional proration unit shall not be greater than EIGHT THOUSAND FIVE HUNDRED (8,500) feet removed from each other.

Operators shall file with the Commission certified plats of their properties in said field, which plats shall set out distinctly all of those things pertinent to the determination of the acreage credit claimed for each well; provided that if the acreage assigned to any proration unit has been

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pooled, the operator shall furnish the Commission with such proof as it may require as evidence that interests in and under such proration unit have been so pooled.

RULE 3: The associated gas field in the Tom O'Connor (4400) Field shall be classified as associated prorated. The daily allowable production of gas from individual wells completed in the subject field shall be determined by allocating the allowable production among the individual wells in the proportion that the well deliverability as shown by Form G-10 assigned such well for proration purposes bears to the summation of the well deliverability as shown by Form G-10 with respect to all wells producing from the same reservoir.

It is further ordered that the 8,000 MCFD gas limit adopted by Final Order No. 2-71,907 is

rescinded. All overproduction in the field is hereby canceled.

Effective this ______ day of _______, 2001.

RAILROAD COMMISSION OF TEXAS

CHAIRMAN MICHAEL L. WILLIAMS

COMMISSIONER CHARLES R. MATTHEWS

COMMISSIONER TONY GARZA

ATTEST: